

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 25418-C FILED

OCT 11 '05 4-49 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

October 7, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 21, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25418.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: LogicHaul, L.L.C.
US Hwy 49 South
Berlin, WI 54923

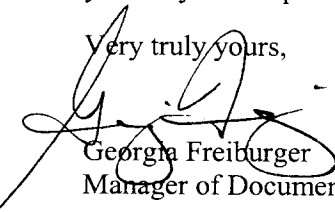
A description of the railroad equipment covered by the enclosed document is twenty-nine (29) 4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(LOHA004)

ASSGN. NO. LOHA004

OCT 11 '05

4-49 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 21st day of September, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and LogicHaul L.L.C. ("Lessee"), a Wisconsin corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 30, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 27, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulskey

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 21st day of September, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

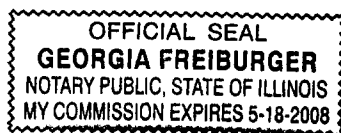
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of September, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

LOGICHAUL, L.L.C.

By: Robert Bartol

Name: Robert Bartol

Title: Director of Operations

ATTEST:

By: Julie Leahy

Name: Julie Leahy

Title: Admin. Assistant

Executed on this _____ day of _____, 2005.

[CORPORATE SEAL]

STATE OF Wisconsin

COUNTY OF Green Lake

I, Tanell Seeliger, a Notary Public of the County and State aforesaid,
certify that Robert Bartol personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of September, 2005.

Tanell Seeliger
Notary Public

Commission Expires:

9-7-2008
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-nine (29)

DESCRIPTION OF CARS: 4,750 cubic foot Covered Hopper Cars with continuous trough hatches and gravity outlet gates

CAR NUMBERS:

FURX	816596
FURX	816710
FURX	816722
FURX	816726
FURX	816734
FURX	816735
FURX	816737
FURX	818452
FURX	818723
FURX	822179
FURX	824508
FURX	827490
FURX	827491
FURX	828440
FURX	829542
NDYX	822284
NDYX	822342
NDYX	822350
NDYX	822494
NDYX	826264
NDYX	826623
NDYX	827679
NDYX	827691
NDYX	829544
NDYX	829843
NDYX	830304
NDYX	830394
NDYX	830699
NDYX	833229
Count:	29